

A31303

Florida Department of State
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LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION
LAKE COGEN, LTD.

Certificate of Status	0
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APR 15 2013

S. TORRES

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**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP OF
LAKE COGEN, LTD.**

FILED
13 APR 12 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, constituting all of the general partners of Lake Cogen, Ltd., a Florida limited partnership (the "Limited Partnership"), hereby execute this Amended and Restated Certificate of Limited Partnership, filed in accordance with the provisions of section 620.1202 of the Florida Revised Uniform Limited Partnership Act (the "Act").

WHEREAS, the Limited Partnership's Certificate of Limited Partnership was originally filed with the Florida Department of State on March 13, 1991;

WHEREAS, the Certificate of Limited Partnership has been previously amended;

WHEREAS, the Limited Partnership desires to further amend the Certificate of Limited Partnership to reflect the withdrawal of NCP Lake Power LLC as a general partner, the admission of Quantum Lake GP, LLC as a general partner, the change of name of the Limited Partnership and the appointment of a new registered agent of the Limited Partnership; and

WHEREAS, the Limited Partnership desires to restate the Certificate of Limited Partnership to reflect all amendments thereto;

NOW, THEREFORE, the undersigned DOES HEREBY CERTIFY as follows:

1. The name of the limited partnership is Quantum Lake Power, LP.
2. The date of filing of the Certificate of Limited Partnership with the Florida Department of State is March 13, 1991.
3. The address of the designated office of the Limited Partnership is:

39001 Golden Gem Drive
Umatilla, FL 32784
4. The name and address of the registered agent for the Limited Partnership are:

Capitol Corporate Services, Inc.
155 Office Plaza Drive, Suite A
Tallahassee, FL 32301
5. NCP Lake Power LLC has withdrawn as general partner of the Limited Partnership and Quantum Lake GP, LLC has been admitted as the new general partner of the Limited Partnership.

6. The name and business address of the general partner of the Limited Partnership are:

Quantum Lake GP, LLC
1401 McKinney Street, Suite 2700
Houston, Texas 77010

7. This Amended and Restated Certificate of Limited Partnership shall be effective at the time of filing with the Florida Department of State.

8. This Certificate may be executed in one or more counterparts, each of which shall be deemed an original for all purposes and all of which together shall constitute one and the same certificate, and this Certificate may be effected by a written facsimile signature of each of general partners.

[Signature on following page]

Acceptance of Registered Agent

Having been named as registered agent and to accept service of process for Quantum Lake Power, LP at the place designated in this Amended and Restated Certificate Limited Partnership, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Delanie Case
Name: Delanie Case
Title: asst. sec.

on behalf of Capitol Corporate Services, Inc.

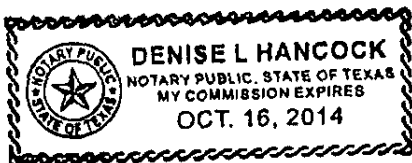
The undersigned general partner of the Limited Partnership hereby executes this Amended and Restated Certificate of Limited Partnership as of this 12th day of April, 2013.

Quantum Lake GP, LLC,
a Delaware limited liability company

By: W. Lance Schuler
W. Lance Schuler
Executive Vice President,
General Counsel and Corporate
Secretary

THE STATE OF FLORIDA or THE STATE OF TEXAS
COUNTY OF HARRIS

SWORN TO AND SUBSCRIBED BEFORE ME, the undersigned authority, by W. Lance Schuler, Executive Vice President, General Counsel and Corporate Secretary of Quantum Lake GP, LLC, on this the 12th day of April, 2013.



Denise L. Hancock
Notary Public in and for the
State of Texas

Acknowledgment by Withdrawing General Partner

The undersigned withdrawing general partner of the Limited Partnership hereby executes this Amended and Restated Certificate of Limited Partnership as of this 12th day of April, 2013.

Withdrawing General Partner

NCP Lake Power LLC,
a Delaware limited liability company

By: 

Terrence Ronan
Authorized Representative